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March 8, 2019

E-Apps

Mr. Adam M. Drimer
Assistant Vice President
Federal Reserve Bank of Richmond
701 East Byrd Street
Richmond, VA 23219

Re: Applications of BB&T Corporation and Branch Banking
and Trust Company to Acquire by Merger SunTrust Banks,
Inc., SunTrust Bank Holding Company and SunTrust Bank

Dear Mr. Drimer:

Enclosed is an application, pursuant to sections 3(a)(3) and (5) of the Bank Holding Company Act, by BB&T Corporation ("BB&T"), Winston-Salem, North Carolina, requesting approval of the Board of Governors of the Federal Reserve System (the "Board") to acquire by merger (i) SunTrust Banks, Inc., located at 303 Peachtree Street, Northeast Atlanta, GA 30308 ("SunTrust"), and promptly thereafter (ii) SunTrust Bank Holding Company, located at 200 South Orange Ave, Orlando, FL, 32801 ("SBHC"), with BB&T as the surviving entity of both mergers (the "Application"). The enclosed Application also includes: (1) a Public Exhibits Volume, (2) a Confidential Exhibits Volume, (3) a Public Memorandum On Competitive

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Considerations and Statistical Annex Volume and (4) Confidential Memorandum On Competitive Considerations and Confidential Statistical Annex Volumes.

Confidential treatment is respectfully requested under the federal Freedom of Information Act, 5 U.S.C. § 552 (“FOIA”), and the Board’s implementing regulations for the information contained in the Confidential Exhibits Volume and the Confidential Memorandum On Competitive Considerations and Statistical Annex Volumes to the Application (the “Confidential Materials”). The Confidential Materials include, for example, nonpublic pro forma financial information and information regarding the business strategies and plans of (i) BB&T and its subsidiary bank, Branch Banking and Trust Company (“Branch Bank”) and (ii) SunTrust and its subsidiary bank, SunTrust Bank, and other information regarding additional matters of a similar nature, the public disclosure of which would result in substantial competitive harm to these companies and institutions. Certain information in the Confidential Materials also includes confidential supervisory information, which is statutorily protected from disclosure. None of this information is the type of information that would otherwise be made available to the public under any circumstances. All such information, if made public, could result in substantial and irreparable harm to BB&T, Branch Bank, SunTrust and SunTrust Bank. Other exemptions from disclosure may also apply. In addition, potential investors could be influenced or misled by such information, which is not reported in any documents filed or to be filed in accordance with the disclosure requirements of applicable securities laws, as a result of which BB&T or SunTrust could be exposed to potential inadvertent violations of law or exposure to legal claims. Accordingly, confidential treatment is respectfully requested with respect to the Confidential Materials under 5 U.S.C. § 552(b) and the Board’s implementing regulations.

Please contact me or Richard K. Kim (212/403-1354) before any public release of any of this information pursuant to a request under FOIA or a request or demand for disclosure by any governmental agency, congressional office or committee, court or grand jury. Such prior notice is necessary so that BB&T, Branch Bank, SunTrust and SunTrust Bank may take appropriate steps to protect such information from disclosure.

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March 8, 2019
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If you have any questions about this submission or confidential treatment request, please feel free to contact me.

Sincerely,



Patricia A. Robinson

Enclosures

cc:

Michael J. Dean, Federal Deposit Insurance Corporation
Ray Grace, North Carolina Office of the Commissioner of Banks
Kevin B. Hagler, Georgia Department of Banking and Finance

(by email)

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